UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

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IN RE: AUTOMOTIVE PARTS ANTITRUST LITIGATION	Master File No. 12-2311 Hon. Marianne O. Battani
IN RE: Wire Harness	No. 12-00103
IN RE: Instrument Panel Clusters	No. 12-00203
IN RE: Fuel Senders	No. 12-00303
IN RE: Heater Control Panels	No. 12-00403
IN RE: Bearings	No. 12-00503
IN RE: Alternators	No. 13-00703
IN RE: Anti-Vibrational Rubber Parts	No. 13-00803
IN RE: Windshield Wiper Systems	No. 13-00903
IN RE: Radiators	No. 13-01003
IN RE: Starters	No. 13-01103
IN RE: Ignition Coils	No. 13-01403
IN RE: Motor Generator	No. 13-01503
IN RE: HID Ballasts	No. 13-01703
IN RE: Inverters	No. 13-01803
IN RE: Electronic Powered Steering Assemblies	No. 13-01903
IN RE: Fan Motors	No. 13-02103
IN RE: Fuel Injection Systems	No. 13-02203
IN RE: Power Window Motors	No. 13-02303
IN RE: Automatic Transmission Fluid Warmers	No. 13-02403
IN RE: Valve Timing Control Devices	No. 13-02503
IN RE: Electronic Throttle Bodies	No. 13-02603
IN RE: Air Conditioning Systems	No. 13-02703
IN RE: Windshield Washer Systems	No. 13-02803
IN RE: Spark Plugs	No. 15-03003
IN RE: Automotive Hoses	No. 15-03203
IN RE: Ceramic Substrates	No. 16-03803
IN RE: Power Window Switches	No. 16-03903
THIS RELATES TO: End Payor Actions	

MOTION TO STRIKE OBJECTIONS AND
FINAL APPROVAL OF ROUND 2 SETTLEMENTS

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FINAL APPROVAL OF ROUND 2 SETTLEMENTS

BEFORE THE HONORABLE MARIANNE O. BATTANI
United States District Judge
Theodore Levin United States Courthouse
231 West Lafayette Boulevard
Detroit, Michigan
Wednesday, April 19, 2017

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Detroit, Michigan
Wednesday, April 19, 2017
at about 2:14 p.m.

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(Court and Counsel present.)

THE LAW CLERK: Please rise.

The United States District Court for the Eastern District of Michigan is now in session, the Honorable Marianne O. Battani presiding.

You may be seated.

THE COURT: Good afternoon.

THE ATTORNEYS: (Collectively) Good afternoon.

THE COURT: All right. Let's start with appearances. Plaintiffs.

MR. SELTZER: Your Honor, Mark Seltzer of Susman Godfrey on behalf of the end payor plaintiffs.

MS. SALZMAN: Hollis Salzman, Robins Kaplan, on behalf of the end payor plaintiffs.

MR. WILLIAMS: Good afternoon, Your Honor. Steve Williams, Cotchett, Pitre & McCarthy, for the end payors.

MR. TUBACH: Good afternoon, Your Honor. Michael Tubach on behalf of the Leoni defendants.

MR. CHERRY: Good afternoon, Your Honor. Steve Cherry of Wilmer Hale for the Denso defendants.

MR. BARNES: Good afternoon, Your Honor. Don Barnes on behalf of the GS Electech defendants.

MR. IWREY: Good afternoon. Howard Iwrey on behalf of the Valeo defendants.

MR. SKLARSKY: Good afternoon, Your Honor. Charles Sklarsky and Dan Fenske on behalf Mitsubishi defendants.

MR. DAVIS: Ken Davis, Lane Powell, on behalf of the Furukawa defendants.

MR. EVERETT: Clay Everett on behalf of Sumitomo.

MR. MALM: Carl Lawrence Malm on behalf of the NSK defendants.

MR. JUSTUS: Bradley Justus on behalf of the Aisin defendants.

THE COURT: Anybody else we missed? Okay.

I have a motion by end payor plaintiffs', a motion to strike untimely objections. Do you want to do that or do you want to do the settlement? Let me ask you, Counsel.

MR. SELTZER: Your Honor, if I may, this is Mark Seltzer on behalf of end payor plaintiffs.

We could take up the motions first or in the course of discussion of the objections, whichever Your Honor would like us to do? There are three motions actually.

THE COURT: Let's do the motions and then we will do the objections.

MR. SELTZER: Very well, Your Honor.

THE COURT: I think that would work out better.

MR. SELTZER: The first motion, Your Honor, is one by the end payor plaintiffs to strike as untimely the objections that were submitted by an attorney Christopher Bandas on behalf of objectors Ray and Hull. What happened is that there was an objection that was timely received --

THE COURT: That was filed in the 2311?

MR. SELTZER: In the master docket file, which we believe is a nullity because that's not actually a case, it is an administrative tool that the Court uses with respect to an umbrella device for the overall cases but each case is an individual separate case.

Then weeks after the Court's deadline for submitting objections, which was March 16th, the Court ordered that objections must be received by the Court and by the claims administrator Garden City by that date. On April 4th evidently additional copies of the same objections were submitted to the clerk and then filed in 27 individual case files. Those are untimely objections and they should be stricken, and we have cited the authority for that proposition most recently, for example, in the Lithium Ion Batteries antitrust litigation the Court struck as untimely objections, and there are other cases that we cite for that

proposition. We think it is important that the Court do that. And there has been no justification, excuse or reason given why the late filing occurred.

And Bandas is an attorney who is very well experienced in submitting objections in class action cases, which is one of the things I want to talk about. He has a long, notorious history of objecting to class actions, and he also has a history of failing to abide by court orders in cases. So we think it is highly appropriate that the Court strike those late submitted objections. So that's the first motion.

THE COURT: Okay. Is he here or anybody here to --

(No response.)

THE COURT: No. Okay.

MR. SELTZER: He's not here, and there has been no response to the motion.

THE COURT: I am rather loath to strike this. It just goes against my sense of justice because it was filed timely, the objections were filed timely, but they were filed inappropriately. And I read about this gentleman and his record for not listening to court orders, but he did file it.

MR. SELTZER: Let me see if I can persuade Your Honor to the contrary. First of all --

THE COURT: I would like to be persuaded because I would like not to deal with these but I just don't see it.

MR. SELTZER: Your Honor, you don't have to deal with it because he failed to comply with Your Honor's order. Here is what this --

THE COURT: He filed timely in the 2311.

MR. SELTZER: But that's a nullity, Your Honor. And, in fact, what happened when there were appeals taken from that case docket, the master file docket, the Sixth Circuit ruled that the appeal must be dismissed because it was not from a case, so that filing would not give him appellate rights with respect to the settlements at issue here. That's very important because that's the only filing he made that was timely.

These subsequent filings, if they are given the time of day, he would argue gives him appellate rights with respect to the settlements that are at issue before Your Honor today. He is an abuser of the system. He takes appeals for the purpose of trying to be bought off to go away, that's his record.

THE COURT: When he appealed -- he was one who appealed in the Court of Appeals?

MR. SELTZER: No, he was not. There were other appellants that appealed in the Court of Appeals, one was represented by Marla Lindermann, that appeal was dismissed. Then there was an appeal that was taken by Mr. Cochran on behalf of the Yorks, and that appeal from the master docket

was dismissed by the Sixth Circuit as being without jurisdiction. So the only appeal that's left standing is the one that he took from two of the individual case files, not from the master docket. So the Bandas appeal if you were to take one from the master docket we would move to dismiss it on the grounds that it's not from a case pending before Your Honor, it is not a case, it is simply an administrative tool.

The late-filed objections, if he were to take appeals from those, then he would argue he does have standing to appeal from, but the Court should, I submit, strike those objections so as not to give him those appellate rights. We would argue that he doesn't have them anyway, he's untimely, and that the objections should be in the alternative overruled as untimely and therefore not in compliance with the Court's order but that in turn would give him arguably, and we would fight against it, a basis to appeal from a decision that rejected his objections on the grounds they are untimely.

So the best course of action is to strike these late-filed objections. He knows how to file an objection, this is a lawyer with a long track record of filing objections and --

THE COURT: But many other lawyers have filed in the 2311.

MR. SELTZER: That's correct.

THE COURT: We have had a lot of orders to be filed in --

MR. SELTZER: And as to those we reserve our rights, but as particularly to Mr. Bandas he's the only one who filed subsequent identical objections in individual case files, that's the difference between him and the others. So, Your Honor, again, I respectfully submit that here is somebody who did not follow the Court's orders, knew how to follow a court order, and whose late-filed objection should be stricken so as not to give him a leg up on an argument that he has appellate rights, that's the point, Your Honor.

THE COURT: Okay. So he filed objections timely in the 2311, that was on what date?

MR. SELTZER: It was before the 16th, I think it was like the 14th or so. I could look it up, Your Honor. It was maybe the 15th. That was in the 2311 docket.

THE COURT: Right. And you saw that because you filed a response to strike?

MR. SELTZER: We did, we did.

THE COURT: So there was no question that you didn't see them?

MR. SELTZER: No, we saw them and we saw the new ones when they were also filed. The new ones, by the way, are simply word for word the same as the other objections, they are just filed in the individual case dockets.

THE COURT: And when were those filed?

MR. SELTZER: April 4th.

THE COURT: And was there any discussion with him between the date -- what did you say, March 14th?

MR. SELTZER: March 16th was the original deadline, and there has been no discussions with him at all.

THE COURT: And then he refiled -- or he filed --

MR. SELTZER: Then he must have submitted additional copies to the clerk, and then they were filed in 27 individual case dockets, the same document.

THE COURT: Okay.

MR. SELTZER: By the way, the original filing was on the last day for objections, which was March 16th.

THE COURT: Yeah, I think that was stated in the papers. Okay. If he's -- I'm trying to think of ways of handling this. Could the individual cases he filed, if I wanted to accept them, be filed nunc pro tunc and then if he appealed them he would have to appeal each of the individual cases?

MR. SELTZER: That's correct, Your Honor. But I don't know why it would serve the interest of justice to give him those arguable appellate rights. If -- Your Honor, may I quote from what some other judges have said about this man? Just a moment, Your Honor.

THE COURT: I've read what you have in your

pleadings -- in your papers.

MR. SELTZER: These are statements made by other courts about his conduct in litigation as an objector. One federal judge said, this is in the Hydroxycut case, that his objections were filed for the improper purpose of obtaining a cash settlement in exchange for withdrawing the objections.

Another federal judge, and this is in the General Electric Security case, said that he is a known vexatious appellant who has been repeatedly admonished for putting frivolous appeals to objections to class act settlements.

Another federal judge, and this is in the Cathode Ray Tube case, said he routinely represents objectors purporting to challenge class action settlements, and does not do so to effectuate changes to settlements but does so for his own personal financial gain and has been excoriated by courts for this conduct.

Just a couple of months ago in New York, Federal Judge Caproni in the Southern District of New York said as follows, and this is after holding a hearing in response to a motion for sanctions against him and Hull, who is one of the named objectors that he represents in this case. This is what Judge Caproni said: This court joins the other courts throughout the country in finding that Bandas has orchestrated the filing of a frivolous objection in the

attempt to throw a monkey wrench into the settlement process and to extort a payoff. His plan was thwarted when the court permitted discovery to proceed on the sanctions motions which ultimately apparently created more risk for Bandas than he was prepared to endure.

Bandas' client testified that in Bandas' numerous representations of him in objections to class action settlement, Bandas' clients have never received funds from the settlement of any of his objections whereas Bandas has. That's the deposition -- from the deposition of Shawn Hull, who is one of the named objectors that he represents in this case.

Judge Caproni went on to say: That testimony, if true, is gravely concerning. It indicates that Bandas' settlement of objections have been without any benefit to his client, or to the class, supporting the conclusion that many, if not most, of the objections being raised by Bandas are not being pursued in good faith.

And these are just a sample, Your Honor, of findings that courts have made across the country regarding the misconduct of this man. So I respectfully submit, Your Honor, the last thing in the world that the Court should consider doing is giving him a leg up on being able to take an appeal from the Court's approval of these settlements should we succeed in persuading Your Honor to approve the

settlements before you and thereby delay the finality of the litigation as to the plaintiffs and to the settling defendants, interfere with the legitimate progress of this case, all for some unsavory purpose to give his ability to argue that he's entitled to proceed with the appeal to give him leverage to try to exact a tax from the parties for giving up his appellate rights. That's who you are dealing with, Your Honor.

So I submit, Your Honor, it would be in the best interest of justice to strike the objections, the late-filed objections, as being untimely so that we at least have that argument if he tries to take an appeal that the appeal should be dismissed for lack of jurisdiction or for non-compliance with the Court's orders, and the Court most assuredly I think would not be doing the litigation fair justice to treat these objections as if they had been filed nunc pro tunc as of the deadline the Court set, that would worsen the situation.

So I submit, Your Honor, the best course of action is to strike these objections and we will then be confronted with what happens when he tries to take an appeal from the Court's orders in this case.

With respect to the master file case, we will argue to the Sixth Circuit if he takes an appeal the appeal should be dismissed for lack of jurisdiction. If the Sixth Circuit follows its prior ruling in this case that appeal would be

dismissed.

With respect to the subsequent appeals, if he takes them from the individual case files we will argue they should be dismissed as well because the objections are untimely and the Court has so found and stricken the objections on that basis.

That is what I respectfully submit and request the Court should do in this instance.

THE COURT: Defendants have anything to say?

MR. TUBACH: Good afternoon, Your Honor. Michael Tubach on behalf of the Leoni defendants only.

We do not in any way want to undercut at all what counsel just said about the motion to strike. Our only request is in trying to get as much finality as possible as soon as possible, and so we would ask that the Court in the alternative address the substantive objections that Mr. Bandas has made. In the event that the Sixth Circuit does not come to the same conclusion that it did with respect to the prior appeals, we would hate to have the whole case sent back just for the purpose of evaluating objections that the Court can very well evaluate now.

THE COURT: Okay.

MR. SELTZER: And, Your Honor, I'm prepared to address the objections on the merits, and we will do that so that there is a record in the alternative in that event, but

I would point out that Mr. Bandas has not even requested relief from the Court's March 16th deadline, he's not made a motion saying please allow me to file these objections on an untimely basis, he's not sought an order from the Court allowing them to be filed nunc pro tunc.

THE COURT: Well, why would he if he doesn't think they are untimely? I mean, that doesn't make any sense. And he objected -- he objected on time in the 2311. I'm sorry, I just don't see how I cannot recognize that, and the Court is going to allow the objections, so let's go ahead with the argument.

MR. SELTZER: But, Your Honor, with respect to the objection that was filed on the 2011 case, that was filed timely just in the wrong file -- the wrong case docket.

THE COURT: Right.

MR. SELTZER: We don't know what he's thinking about why he submitted these subsequent filings. He just likes to throw monkey wrenches in litigation.

THE COURT: The subsequent filings the Court will deem to be untimely, I have no problem with that, the subsequent filings are untimely, but the 2311 -- the one in the 2311 is timely. Okay.

MR. SELTZER: All right. Very well. With respect to -- there are two other motions that were filed to bring up. One was filed by Bandas himself on behalf of Mark Ray

and Shawn Hull, the two objectors, asking leave to file a late brief in reply -- in opposition to what we submitted to the Court. And in this filing -- let me see if I have the motion paper itself. At any rate, what he does is he basically repeats what he said previously and then also responds to the information we provided to the Court regarding his unsavory track record in other cases, many other cases, scores of other cases, and there is no basis for a reply under the Court's order.

THE COURT: What is that docket number?

MR. SELTZER: The docket number is 1717, Your Honor, and he served it or filed it very late last night. He first sent an e-mail --

THE COURT: In the 2311, in 2311?

MR. SELTZER: I have no idea which --

THE COURT: I don't have that.

MR. SELTZER: I think it was in 2311, Your Honor.

THE COURT: Okay. Go ahead. I'm going to allow you to argue. Go ahead.

MR. SELTZER: At any rate, he sent an e-mail at about 11:40 last night to yours truly saying he wants to file this objection, he just learned that, according to him, there was an omnibus response that we submitted to all of the objections and he wanted to submit a reply to the omnibus response, and then within a matter of one, two, three minutes

after that he then filed this motion for leave to file this reply.

We oppose the motion, Your Honor. There is no justification shown for it. He's got a duty to monitor the docket in this case if he is going to be an objector as a lawyer, and there is no reason why this late reply should be allowed, and we would object to it being filed.

THE COURT: Okay. Tell me again -- I'm sorry, but I did not read this, I didn't even know it was filed. Of course, it is in the 2311 file so maybe it should not be considered.

MR. SELTZER: I don't think it should be, Your Honor. In any event, what's before you is a motion for leave to file the reply brief, and we would oppose the motion.

THE COURT: And the reply brief is to the objections?

MR. SELTZER: Yes, to the objections.

THE COURT: Who filed those objections?

MR. SELTZER: Christopher Bandas, the same lawyer.

THE COURT: Christopher Bandas, yes. All right. The Court is not going to allow that.

MR. SELTZER: All right. Then there's a third motion that was filed, and this is by Sandra Singer, who is an objector.

THE COURT: I want you to know I just received, so

I do have this, although I see it was filed -- it wasn't filed, it must have been faxed this morning, and we don't -- we can't take faxed motions, but today is the hearing so I would like to hear your comments on this.

MR. SELTZER: It is a very short, quote, emergency motion she filed to allow her an additional two weeks to reply to our omnibus response to the objections that were submitted by all of the objectors. Your Honor, there's no reason why there should be a further delay in these proceedings based on that request.

Let me just say this about Sandra Singer: Her principal objection, and this is all part of the record in the Court, is that she was uncertain whether or not she had to spend money to get proof from the state motor vehicle bureau of purchase of a vehicle in order to make out a claim as a claimant in this case. She was -- the class notice states that you should provide or must provide documentation if you have it to submit a claim, and the idea is to prevent claims that are fraudulent from being submitted, that's the reason why you request documentation.

However, a claimant who doesn't have documentation is told by the claims administrator you make your claim anyway, we will go through a verification process later on in the administration process and determine whether additional documents are necessary. No class member is being told that

they should go out and spend money to the motor vehicle bureau to get proof of purchase in order to make out a claim. And, in fact, in her case we examined the claim that she submitted, so did the claims administrator, and have advised her we would recommend her claim to be allowed, so there is no reason for her to further object to the settlement, that's the principal basis on which she was objecting.

I might tell you that the claims administrator advises us that the majority of the claims that have been filed have been filed without documentation, so people have been filing claims and then there will be follow-up to see whether or not there is any need to get further information from them to verify the validity of their claims.

I mean, for example, and this is typical in a class action case, as part of the claims administration process if something looks out of order on a claim, an individual says they bought 100 vehicles, that's going to excite further inquiry to see whether or not that is true or not, whether or not the person has the backup for that because that's out of the ordinary for that to happen.

In the usual case if somebody supplies the information, which is the make and model of the vehicle in question with the VIN number, the date of purchase, where they bought it, that's probably going to suffice if there is nothing that appears out of the ordinary with respect to the

claim. So what she was told is consistent with how the claims process would be handled going forward, but the process is ongoing right now and hasn't reached the stage of determining whether additional documentation or any documentation is required to have a claim be recommended for allowance by the Court, and the Court is the ultimate arbitrator of whether or not a claim is allowed or not, that's the end result of the process we go through with the claims administrator.

But as far as Sandra Singer is concerned, we have told her it looks in order and that she need not be concerned about spending money. Her argument was well, I have to know how much I'm going to get as a class member to decide whether or not it is worth spending money to get something from the motor vehicle bureau, and that means that it is unclear to me whether the settlement is fair or not fair. Of course, that's a situation that is unique to her, no one else has raised this question, it really doesn't go to the fairness and adequacy of the settlements but that's her objection, that's what she was talking about.

So with respect to her there is really no reason why there should be any further briefing required from Sandra Singer. We've communicated with her, my co-counsel Steve Williams has advised her in writing by e-mail that we are recommending that the claim be allowed. She hasn't

responded. So that's the situation as far as she is concerned.

So I would submit, Your Honor, this motion by fax that came in early this morning that we received also early this morning for a two-week extension to reply to the omnibus objections, there's no basis for it and it should be denied.

THE COURT: I agree with you. I just wonder in reading this does she have some connection as being an objector herself or --

MR. SELTZER: Yes, she objected and that was the principal basis of her objection.

THE COURT: No, in other cases, I didn't mean in --

MR. SELTZER: No, I'm unaware of her being an objector in other cases, I'm not, unlike a couple other people who have objected who do have a long track record of objecting in other cases.

THE COURT: Okay. Granted -- well, I don't know if granted. This is her motion and I'm not going to grant her motion. Okay.

MR. SELTZER: Now, Your Honor, I would like to address the settlements and also deal with the objections that have been filed, and I have, Your Honor, I must confess, two outlines, a long-form version and a short-form version, and I'm going to opt with Your Honor's permission for the short-form version?

THE COURT: Please.

MR. SELTZER: And then be able to respond to any questions that you have on the settlements.

THE COURT: All right.

MR. SELTZER: We are here today to seek final approval of the round two settlements, also the plan of allocation of the settlement proceeds, and last our second fee and cost application. The papers that have been submitted to Your Honor are voluminous, and I know the Court is very familiar with the record in this case, and you've carefully considered the record, and we went through this before with the round one settlements where almost all the same issues were considered thoroughly by the Court and resulted in a written decision by Your Honor approving the round one settlements, so I think I can -- I will try be very brief in my remarks in light of that history.

THE COURT: Okay.

MR. SELTZER: The second round of settlements, just for the record, there are separate settlements with 12 defendant groups and it is comprised of 41 settlement classes covering 29 different automotive parts, and the settlement class breakdown is by automotive part and some of the defendants have multiple parts and that's why there are more settlement classes than there are parts in question.

The benefits of the settlements taken collectively

and separately are very substantial and include monetary and non-monetary relief including extensive discovery cooperation provisions and, with the exception of one defendant, injunctive relief. The aggregate cash amount for the second round is $379.4 million. If we add that together with the first round of settlements, which were approximately $224.7 million, the total cash recovered for the class thus far is $604.1 million. And, Your Honor, this total recovery is among the very largest recoveries ever achieved in the history of class action litigation, it ranks up in the top one or two percent of cases ever in the history of class litigation, which is a truly remarkable result.

But as Your Honor knows, the litigation isn't over and we are on the road to adding to this total. There have been additional settlements that have announced, there are some that have been arrived at in principle and not yet announced. And as Your Honor knows, we are involved in an intensive settlement process with a special master appointed by Your Honor, Judge Weinstein, and we are engaged in scheduling additional mediation sessions all with a view to try to wrap up this litigation in an expeditious but fair and reasonable fashion.

Now, the recoveries that we've obtained are remarkable not just because of the amount but also because of the extraordinary, if not completely unprecedented,

complexity of this litigation. This litigation involves, as Your Honor knows, multiple interrelated conspiracies, scores of defendants, multiple different automotive parts and approximately 40 separate class actions. Managing this litigation has to -- then to say the least a very daunting task.

I'm not going to read you all of the benefits of the settlements because the Court reviewed that with respect to the first round, and the settlements follow essentially the same format in terms of payment, payment of cash into escrow, some of the money being allowed for notice costs, the extensive discovery cooperation terms which detail exquisitely the obligations of the settling defendants, and those cooperation clauses have been very material to the plaintiffs being able to move this litigation forward and have been very helpful to us in terms of being able to effectively make arguments with respect to non-settling defendants as to why they should settle.

And for these reasons, if Your Honor would allow me to I would like to incorporate the remarks I made at the hearing on May 11th, 2016 with respect to the first round so I won't have to repeat those comments, and I also rely upon the Court's order granting final approval of the first round of settlements.

THE COURT: And I would note those orders are

about -- and the settlements are about word for word with the exception of the individual parts so they follow a very precise protocol in terms of how they are laid out in their language.

MR. SELTZER: They are. They are -- the settlement agreements are very detailed. The first few settlement agreements were negotiated in excruciating detail over a period of months, and finally we got the format agreed to and then every time we have a new settlement settling defendants say I have an idea, I would like to do this, I'd like to do that, and then we have to fight off making those changes saying we want to be as consistent as possible in following the format, first of all, that the Court has found is acceptable but also one that we think is fair and reasonable, so that's part of the ongoing discussion. There have been some tweaks that have been made to the settlement agreements and some of the final judgments, but by and large they have been fairly standardized once we've got the template down for the settlement agreements.

Now, on a preliminary note I want to note that declarations have been filed by the claims and notice administrators establishing that notice was given pursuant to the Court's order of October 7th, 2016 regarding the dissemination notice of the class, and that notice was many, many layered, included mailed notice, paid and unearned or

unpaid media notice, website notice, and other notices as well, including interviews with reporters, publications that are national publications carried the news of these settlements all in accordance with Your Honor's order of October 7th.

And in response to this notice, the settlement website has been visited by more than 1.285 million unique visitors, and claims and registrations have been filed by approximately 85,000 persons, and that's without a deadline for claims being established yet. And in response to this most recent notice there are only two class members that opted out, one, Geico, which was an opt out from the first round, one of the four, and then a new person -- an individual but none of the four who opted out of the first round opted out of the second round, and only five objections have been received. Many courts have said that that kind of reaction to a class notice can be taken as a tacit recognition by class members that these settlements are fair and reasonable.

Now let me talk about the objections. We talked about Christopher Bandas already who has reportedly objected to at least 80, and probably more, class action settlements. The objections that he makes I will take them up very briefly. First of all, he says that effectively the Court can't assess whether the settlements are fair and reasonable

because there is not a damages study that says what is the likely recovery that would be obtained at a trial in this case, and he cites to Shane Group vs. Blue Cross for that proposition.

Now, Shane is very distinguishable, Your Honor. In that case what the Sixth Circuit said is that there was an expert report prepared by Dr. Jeffery Litzinger which estimated the total damages in the case, I think $118 million single damages for the class, and the settlement was for substantially less than that. After deducting fees and expenses the total amount would be 12 percent of the damages estimated by Dr. Litzinger. What the court said -- the Sixth Circuit said is that there was an unexplained, quote, analytical gap, close quote, in the district court's reliance on this report and much of the report was under seal, which was the major brunt of the decision that it shouldn't have been under seal so the objector should have been able to see it, and a conclusory statement that the settlement was fair.

And on remand the court is not directed to disapprove the settlement but rather to explain, debtor, why the settlement was fair and reasonable in light of the damages report that both the court and the parties evidently relied upon. And in so doing the court didn't say that if a damage report didn't exist one had to be prepared, rather he was dealing with a record where a damages report did exist.

The -- as I said, what the court on remand is to do is to now take the record and explain in greater detail why the court thinks the settlement is fair and reasonable.

Now, in this case by contrast we didn't have a damages report, we are very up front about that, the litigation hasn't reached that stage. Instead we describe the information that we took into account in arriving at the settlement. We used volume of commerce information that came from several sources, one was the settling defendants, one was the information that was negotiated and made part of the guilty pleas by those defendants who pled guilty because one of the things that happens in the U.S. sentencing guidelines in an antitrust case is that the fine is fixed by reference to affected commerce, and affected commerce is laid out in the guilty pleas, and then there is a percentage of that which is the starting point for calculating the fine and then there are upward or downward adjustments based on history of recidivism or whether or not the person in question, you know, destroyed documents or obstructed justice or whether or not the person came forward and there was an acceptance of responsibility, so those were all the factors that go into play under the guidelines, which I know Your Honor is very familiar with, so we have that information.

We also have information from third parties regarding what was likely to be the commerce in question for

these defendants and for each part, and then we took that information and we considered other factors; was the defendant an ACPERA applicant because under ACPERA if the defendant is allowed into the leniency program treble damages aren't available to a plaintiff as opposed to a situation where the defendant is not an ACPERA applicant whose application has been accepted.

We also looked at the timing of the settlements. You know, the idea was to ramp up settlement amounts over time so an earlier settling defendant gets a break as compared to a later settling defendant. That concept of having an icebreaker settlement is well enshrined in the custom and practice and the jurisprudence of antitrust litigation.

We also consulted with our experts on issues related to damages and most particularly the questions having to do with pass on and the ability to establish class wide damages in this case. Our experts are now consulting experts because reports have not been required to be submitted so these are all confidential matters between the plaintiffs and their experts.

The -- we took into account other factors as well including some variations in the cooperation that was given to us and whether the timing of that cooperation would prove helpful with respect to a subsequent non-settling defendant

with respect to the same part. So all of these were the factors that came into play.

We also took into account our experience in litigating these cases. I have more than 40 years of practicing antitrust class action litigation going back to the Corrugated Container case which began in 1977 in Houston, Texas. That was a case, by the way, where we had reached settlements before we even had formal discovery, and we had no expert reports, and the settlements were nonetheless presented, were arrived at, negotiated and presented to the Court, they were approved, and the Fifth Circuit ultimately approved all of the settlements that we entered into. I mean, there was a point in time when they wanted additional findings which were made by the trial judge and then they were all ultimately approved.

So if discovery -- formal discovery is not the ticket required in order to settle a case, much less so would be a damage report. And think of the policy question, think if it was the other way around, that a case couldn't be settled until a plaintiff had a damages report from his or her expert in order to engage in settlement negotiations and to defend a settlement, that would mean that no cases could settle until they were very well along in the process. And as Your Honor knows, in this case we don't have damage reports due on the merits until after class certification,

and that's not going to happen for many, many months from now under the Court's original schedule in this case. So it would be against public policy, it would preclude settlement if that were required in a case. And the Sixth Circuit didn't say that was required. It was dealing with a case where you had an expert report already on the table that was used after a class certification motion was filed to estimate damages in the case.

And one case we cited, Your Honor, for this proposition that you don't need to have that kind of an estimate to settle a case is the Lane against Facebook case in the Ninth Circuit, and that is at 696 F3rd 811, it's in our papers. But what the court said there, and this was in response to an objection, how could you settle a case without having an estimate of what the recovery would be after trial? The court said a district court need not make a specific finding of fact as to the potential recovery for each of the plaintiff's causes of action, to do so would be onerous, if not impossible, in many cases. The circuit said, I think correctly, that statutory or liquidated damages aside, the amount of damages a given plaintiff or class of plaintiffs have suffered is a question of fact that must be proven at trial. And, as I say, any other rule that you can't settle until you are ready for trial would preclude settlements until the end of litigation or close to the time that trial

commences.

So I think, Your Honor, looking at the information that we had and that we took into account, and I would submit, Your Honor, the sheer size of these settlements and the benefits of these settlements speaks more than volumes about the adequacy of the settlement amount that we have achieved in this case. It is, as I said at the outset, it is among the highest recoveries ever in the history of class action litigation. So that really is the response I would make to Bandas and any other objector who has said you need to have a fuller record and findings regarding the estimated range of recovery in this case in order to approve the settlement.

And second, Your Honor, I would go back to what Your Honor said in approving the first round of settlements, if you look at all the factors that are at play here in terms of the benefits of the settlement, the incalculable value of the discovery cooperation in assisting the plaintiffs in litigating the case, the fact that all of the sales of the settling defendants remain in the case as against the non-settling defendants, which is a critically important point. The cases like Shane that was the final and only settlement in the case.

In this case it is ongoing, and that with respect to many of the defendants there is still exposure based upon

the conduct of the settling defendants, and the way it works under the antitrust laws is that if we were to get a verdict against a non-settling defendant, hopefully we can settle with everybody, but let's suppose there is a non-settling defendant and we have to try the case, their verdict is first trebled before there is a reduction to take into account the amount of the settlement, so that means that the recovery of a class is still open ended here with respect to many of the claims at issue, and that's an important factor, this is not the end of the case by any means, and it is one that distinguishes this case from a case like Shane Group.

So having said that, Your Honor, I think that the adequacy of the settlement is established beyond fairly well and consistent with how Your Honor ruled previously there was more than an adequate basis here to find the settlements fair, reasonable and adequate.

Now let me talk about some of the other objections that were made. Bandas also says -- complains about the sealing of the documents. Well, Your Honor, there are no particular documents he points to that he needed to see in order to make an objection to the settlement. Not a single document has he pointed his finger to to say, aha, that's something necessary to evaluate the settlement. And, in fact, in the end payor case very few documents were ever sealed in the first case. And based upon the Court's order

post Shane where we entered into a stipulation regarding the handling of sealed documents, many documents that were sealed in part have become unsealed. What remains sealed in our consolidated complaint in a particular case would be the names of an individual who was an employee of one of the defendants who was not indicted, not otherwise disclosed, became known to us through a settlement proffer or is otherwise available to us, those names were redacted.

THE COURT: Okay. I agree with you here.

MR. SELTZER: And how knowing the name of that person would change the analysis of this case is just --

THE COURT: He didn't mention anything in his objection that would -- that is sealed that would give him any information necessary for the analysis of this.

MR. SELTZER: Right, so unlike the Shane objectors where they could point to more than 100 or so documents that were sealed which were the key documents in the case, that's not the situation here.

THE COURT: Right.

MR. SELTZER: Then he makes an argument that the incentive payments that may be paid to named plaintiffs could result in disproportionate benefit to those named plaintiffs. Well, we are not seeking any incentive compensation awards for the named plaintiffs, that's not part of this application. If we do in the future there will be time

enough for anybody, including Bandas if he so chooses, to make an objection to an incentive compensation award, but we are very mindful of the law in that area and what's an appropriate award in light of the circumstances and what the named plaintiffs have done in terms of making themselves available for discovery, depositions, providing answers to interrogatories, document requests, all the work that they do as plaintiffs in the case, which many courts have found would justify an incentive compensation award to them, but that's not the issue here.

The cases that he cites are ones where a named plaintiff gets a benefit that nobody else gets and it is vastly disproportionate to what class members gets, that's not a -- it is a moot question, it is not before Your Honor, we haven't asked for it.

Then there is an argument that subclasses should be established for different antitrust repealer states because they have different remedies. There is not a single court that I know of that has found that that's necessary. And, in fact, in many indirect purchasers' antitrust class actions the class members in all the indirect repeller states are treated the same, in fact, there are even some courts that have gone beyond that and treated class members in the non-repeller states the same. We haven't done that; we have only had damages made available or money made available to

class members who made their purchase while they were residents in the repeller states. That's what we have done here.

And as I say, you can look at all the cases that we cited, a plan that treats all of those states the same way is perfectly acceptable and the individual variations among the claims are not important, and certainly don't rise to the level of creating a potential conflict that would necessitate subclasses.

Now, we turn to Mr. Cochran. He only has one objection to the settlement having abandoned his ascertainability tact namely that the Court didn't consolidate all the cases and thereby made it more difficult or expensive for him to take appeals because he has to do it from each individual case that he wants to appeal from. That was precisely the issue that was before the Sixth Circuit, and of course this Court didn't engage in any kind of machinations to make it harder for him to take an appeal, nor did the defendants or the plaintiffs, it was the way these cases got filed. And as Your Honor will recall, we made a motion to consolidate a number of the cases arguing that Denso could be viewed as a central player in a conspiracy that involved multiple other defendants and parts, and the Court rejected that motion.

THE COURT: I did reject it, and I have no

intention of reviewing it again here, so this objection is denied.

MR. SELTZER: I understand that. But the idea that not consolidating the cases so you can take an appeal from one judgment and that constitutes a due process violation is, to coin an expression, and this is a legal term of art, that's ludicrous. So that's his only objection as far as the settlement this time around.

By the way, he's conceded in his reply brief in the Sixth Circuit that by virtue of what we have done with the website where there is now a drop-down feature available so any class member who wants to can plug in their vehicle make and model and year and find out which defendant made which part which is in their vehicle. So he now says you've done what I say you should have done, and he says in a footnote by the way, I should take credit for that. Of course, that is something we planned all along, as I explained to Your Honor at the hearing in May, that that was the plan and we followed through on our promise and done what we said we were going to do. So that's Mr. Cochran.

Then we have Marla Lindermann. She makes an objection to ascertainability, which is basically the same one that Mr. Cochran made originally and that he now has abandoned. It doesn't make any sense particularly in the light of what is available on the website about the ability

to ascertain which defendant made which part which is in which vehicle.

And we have talked already about Sandra Singer. She made one other kind of odd objection. She complained that the publications that were chosen upon the recommendation of the expert notice administrator did not include magazines that would be read by women and therefore we were engaged in sex discrimination. Now, first of all, it did include magazines that are read by women and by everybody and included the Wall Street Journal and other publications that people of both genders read. But the real point is the claims administrator -- I should say the notice administrator made a very careful choice as to what publications would likely have the greatest reach to class members and they concluded that the notice program that they established had an 80 percent reach, which is very high in advertising terms, and they use the terminology and the techniques that advertisers use to reach potential customers, so it is a very sophisticated process that is used to decide what publications to use, what are the most cost effective, what are the most likely to reach potential class members. So that objection is unsound.

THE COURT: I like that objection though.

MR. SELTZER: Sorry.

THE COURT: I like that objection.

MR. SELTZER: Your Honor, I have never seen it before.

THE COURT: It was fun reading that.

MR. SELTZER: It showed some ingenuity, let me say that.

So those are the objections. I think I touched on all of them. There may be some minor points, but I think they were responded to all in our papers and there is no need to take the Court's time now. So that's the settlement. And with respect to the settlement we would submit they are fair, reasonable, adequate and should be approved.

Now, the next thing, we have the plan of allocation. As I read the objections, nobody has objected to the plan of allocation. The plan of allocation is one that was designed I think very carefully to use a pro rata method that we had previously described in general terms to Your Honor. What it does is it provides that each person who bought a vehicle that has one of the parts in question gets effectively a point for that vehicle, and then you add up all of the total vehicles in a particular settlement class and establish a ratio between the person who is the claimant and the total number of allowed claims in that class, and then they divide the settlement fund pro rata among them.

There is a tweak to that. With respect to those people who bought a vehicle that we, based upon the evidence

that is made available to us, had a part that was the subject of -- or was a target of collusive activity, that vehicle counts for four points, so we make that variation to take into account the strengths and weaknesses of the claims. Frankly, that kind of detail in the plan of allocation is one that is designed to be sensitive to variations in claims that plaintiffs have but also to be administratively feasible. And that is how the plan of allocation works.

So ultimately what will happen is all the claims will come in, they will be processed, the claims will be recommended for allowance, the Court will be presented with the claims for allowance or rejection, and then we will know the total amount of the allowed claims for each settlement class based upon the Court's order approving whatever it is that is submitted and what the Court finds is reasonable. Then you have a computation that is made calculating the individual claim amount that class members will get.

All of the money that is in the class fund, the net funds, will then be distributed to the claimants; no money reverts to the defendants, it goes to the claimants. And it doesn't matter how many filed claims, they share and share alike in those claims based upon that plan.

THE COURT: Let me ask you this: What about the money that is there because these claimants do not cash the checks they get?

MR. SELTZER: Well, what will happen there, this will again be subject to Your Honor's approval and oversight. Typically in a case where that happens there are several choices that can be made. First of all, you need to know how much money is left over. Is it enough to justify a second distribution to the people who filed allowed claims? Oftentimes that's the case, sometimes it is not but oftentimes it is. What we do is we go back to the Court, unless the Court has preauthorized it, and ask for permission for a second distribution of those funds to the authorized claimants who did submit claims. We go through that process once, sometimes it is an interim process and you do it a couple times or two or three times until you exhaust the funds or as much as you can.

If the amount is left over after that process is too little as an economic matter to justify the expense of a further distribution, then we come back to the Court and there are two or three options that are available. One is we apply to the Court for approval to make what is known as cy pres distribution to some organization or charity that is one that is consistent with furthering the underlying cause of action on behalf of the class. That's one option that's followed. And the case law on that has been evolving over recent years putting more and more meat on the bones, so to speak, about what kind of organizations would qualify.

THE COURT: I'm familiar with that. What's the other option?

MR. SELTZER: Another option is the money escheats as lost property and then it is available for all time to the claimant who didn't cash the check, they just have to make a file with their state controller or Secretary of State office to claim the money and it is available essentially forever.

THE COURT: Really? I haven't heard of that one.

MR. SELTZER: That's done in a number of cases. That's what we ended up doing in the Toyota case where we had unclaimed checks we ended up escheating the money to various states. It is also possible to escheat to the United States because this is a federal claim -- a federal antitrust claim but usually it goes to the states, but that would be something that would be decided way down the road --

THE COURT: Right, right.

MR. SELTZER: -- after the claims process has been completed and we have gone through a distribution process.

So we submit that the plan is a fair and reasonable plan, it is consistent with plans that have been approved many times before, and we think it is a fair and reasonable plan.

Then we turn to the last item, which is our fee expense request. As we advised the Court we would do in our supplemental filing that we made in response to the Court's

direction that we provide supplemental briefing after the last hearing regarding attorney fees, we told the Court we would apply for 27 and a half percent. We had previously applied for 30 percent the first round, we applied for 27 and a half out of the second round. If the Court were to grant our request and grant the prior request in full, and the Court has made two interim awards of ten percent each so 20 percent award in total, that would be a 30 percent award and that would result in Loadstar multiplier of 1.56 of the Loadstar reported as of the time of our fee application, which was about $108 million or so. That amount -- that multiplier is well within the range and even below the range in similar cases with very large recoveries.

Now, one of the main objections that we have had to the fee request is that, well, if you are talking about a very large settlement fund, this so called mega fund, there is a scaling that should take place so that the greater the fund the lower the percentage a class counsel should get. And we pointed out, first of all, the Sixth Circuit has not adopted any such rule, and that was something that was noted in the Southwestern Milk case by the district judge in that case that there is no such ruling and the judge there gave a lot of reasons why it would be a bad rule. But the fact is if you look at the cases, and the objectors cite two studies that have been done about class action settlements where

there is a reduced amount from the usual 30 percent or 28 percent or more, that's where the Loadstar multiplier is very high, six, seven, eight, ten times the Loadstar, and in that circumstance the courts scaled back the percentage saying that the multiplier as a check -- as a crosscheck shows that the percentage should be reduced. That's not our situation here, and we gave examples of cases where courts in similar circumstances have awarded fees along the lines we requested.

For example, in the TFT-LCD case in San Francisco, there was a settlement there of $1.06 billion, and the court awarded fees equal to 28 percent of that settlement amount where the multiplier was --

THE COURT: What was the percentage?

MR. SELTZER: 28.6 percent --

THE COURT: 28.6.

MR. SELTZER: -- of the settlement fund, and the multiplier in that case was between 2.4 and 2.6 for all of the lawyers in the case and higher for the lead counsel, it was in the threes for lead counsel in that case.

So there is a situation where a settlement larger than the one we have before Your Honor, considering both of them together even, where the court awarded 28.6 percent of the settlement fund of the billion dollars plus and where the multiplier is higher than the multiplier that we are asking

for here. We asked for that amount in light of what we saw other courts have done and what we think is fair and reasonable here given the time and effort that this litigation has taken.

And I might advise Your Honor that there is actually a brand new academic study that came out which showed that contrary to what you hear in the objectors' papers that fee awards in large cases where the settlements are more than $100 million have ranged between 16.6 percent and 25.5 percent depending on the year; the first one I think was in 2009 and the other was in 2011. So a fee award of a mega fund, if you want to call it that, of more than 25 percent is the average. In other words, it is not something that is at the tiptop of what courts have done, that's what these academics have written about. The study, by the way, is by three professors, I have it on the desk.

THE COURT: Counsel, you can submit the study to the Court when I do a final resolution on attorneys' fees.

MR. SELTZER: Okay. And what it shows, for example, in antitrust cases the average awards are like nationwide between about 28 and 30 percent roughly. So the request that we made here is in line with what has been approved by courts across the country in antitrust class action cases.

And we also cited cases, these are in our briefs,

where courts have awarded higher percentages of even still higher settlements like the Allapattah case from Florida which was, again, a billion dollar plus recovery where a higher percentage was awarded than what we requested in this case.

With respect to the aspect about our Loadstar, a couple of the objectors say well, there is not sufficient record regarding the Loadstar. Well, we gave not just the hours by lawyer, by professional, and the hourly rates for the computation that individually -- by each firm of their Loadstar and the overall Loadstars for the lawyers, there is also a detailed declaration that was written by Ms. Salzman, Mr. Williams and myself which lays out the tasks that we performed, that's in our joint declaration. So this is not simply a situation where someone just submitted an unvarnished conclusion, we spent this much time on the case and the Court should award it. And that was one of the criticisms, as I understand it, by Judge Kethledge in the Shane Group case in terms of what was not provided to the court. And in that case it is important to recognize, if I recall correctly, that's one where the court chose to use the Loadstar multiplier method, percentage of recovery method.

When the percentage of recovery method is used a Loadstar is only a cross check and the cases are legion for the proposition that the Court need not look at or see

detailed time records or do the kinds of painstaking analysis that used to be done when fees were awarded on a Loadstar multiplier basis. Instead, the Court looks at that as kind of a reality check, what is the overall effort that was involved in the litigation, and what is appropriate in light of all of that.

And, Your Honor, finally, the cases that have been cited by the objectors, and we cite them as well, they are all really interesting in one respect. You have the Ramey case, you have the Bowling case and you have one or two others. Those are cases all where the Sixth Circuit affirmed trial court decisions to award attorneys fees as awarded by the trial court saying it's really something that lies within the discretion of the court to decide what's fair and reasonable.

I mean, for example, in the Bowling against Pfizer case, that was a products liability class action involving the Shiley heart valve, and the court awarded a fee of ten percent of an initial payment of about $102 million to the lawyers with the right for them to go back for ten percent of an additional $62 million that would be paid over time by Pfizer where doing so would result in a two times multiplier -- a little better than the two times multiplier for the time out of the initial award, and then if the court followed through and awarded the additional sum as the court

indicated that it would do it was a more than three times multiplier based upon counsel's Loadstar and where the court emphasized the fact that settlement was arrived at a very early stage and counsel really were at risk for a lot of the time.

That's not this case. We've been at risk for all of our time throughout the entire course of the litigation. It's been a very hard fought case. It has required an investment of not just time and hours and work and long hours but also a lot of money in prosecuting this case on behalf of the class. This is not a case where awarding a percentage would result in a windfall because for very little effort class counsel were able to achieve a result which was wildly disproportionate to the amount of effort that was required to achieve the result. Here the effort is such that if the court were to award everything we have asked for so far, as I mentioned, it is only a 1.56 multiplier of our time. If you look at the contingency risk that we are confronted with I think that's highly reasonable.

A lot of courts have awarded, as I mentioned what Judge Ilston did in TFT LCDs, multipliers for all lawyers of 2.4 to 2.6 on average and higher numbers for the lead counsel, and many courts have awarded multipliers three times, four times in cases like these to take into account not just the risk that counsel undertook but the results that

were obtained, the effort that the work required, the complexity of the litigation, the skill that was required to achieve the result, all of those are factors that go into assessing whether an award is reasonable or not. And, of course, the touchstone is fair and reasonable. That's what we think we have asked for and that's all we are asking for Your Honor.

THE COURT: Okay.

MR. SELTZER: With that, if you have any questions I will be happy to answer them?

THE COURT: No.

MR. SELTZER: Okay.

THE COURT: Thank you.

MR. SELTZER: Thank you, Your Honor.

THE COURT: Defense have any -- I'm talking the settlement now, not final approval, anything?

MR. TUBACH: Your Honor, I just have a housekeeping matter. This is Michael Tubach for Leoni again.

THE COURT: Okay.

MR. TUBACH: The end payors submitted a revised final -- proposed final judgment for Leoni in an errata on February 24th, and we just ask the Court to use that one rather than the one that was submitted originally.

THE COURT: Make sure you give that to my clerk so we are sure we get the right one.

MR. TUBACH: It was filed in court but I will hand a copy to the clerk.

THE COURT: All right. Okay. In terms of the settlement in this case, I'm not going to repeat everything that counsel said so I won't go through all of this, we have done this before in the preliminary approval, but clearly we are dealing with significant groups here, I think 12 defendant groups and 41 classes, settlement in the amount of $379.4 million in this second round.

There -- the notice the Court finds was appropriate. I think it reached -- I think it was something like 80 or 80.1 percent of the people who would be involved. This is facetious but I do reject the sexist to be adequate to reach as many people as possible.

The objections that were filed here had to do -- I want to address this now with, first of all, the amount of the settlement as to how do we know what the amount of the settlement is or should be because there is not a damages study. And I think, Mr. Seltzer, you set out very well how we know, and nobody knows exactly I don't think, but there are many benefits to doing it this way and to considering all of the information that you have gathered from others from the plea regarding the volume of commerce, et cetera, from third parties, from the ACPERA consideration regarding the treble damages, et cetera. I think every point you've made

is really smack on as to the best that could be done to make a determination, and I would say that all of those factors combined with the experience of counsel, which I have said before, I think counsel are well experienced and well able to come to these types of negotiations and determinations that are done at arm's-length distance.

It is ridiculous to say that you can't settle early. I think there have been a number of cases not here but in the automotive industry and in the gas mileage, the seat belt, all the other parts, that have been settled very early on, and the Court finds that there is a great benefit to the class to have these things resolved at an early time, that you get the benefit of the cooperation discovery with the claims still proceeding against the non-settling defendants, so I find that the amount of the settlement is fair, reasonable and adequate.

Going to the other objections about the sealing of documents, I think that that is an objection that perhaps Mr. Bandas made out of ignorance having not been here to see what we have done to make every effort to abide by the requirements of the Sixth Circuit as set forth in Shane. And I noted specifically he didn't talk about what documents. Now, of course, they are sealed so maybe he doesn't know what documents but the Court is aware of the documents that have been sealed and we know that many of them have been unsealed

if we feel that it was not -- did not abide by the current case law, and that most of these things would have -- the things that were sealed, they've actually been mostly portions of documents and they would have nothing particularly to do with the amount of the settlement.

The incentive to name plaintiffs is a moot issue here as said.

Subclasses, this Court wouldn't even go there, we have enough classes without going into subclasses.

Mr. Cochran's due process objection that the Court didn't consolidate all the cases. We, of course, considered consolidation of a group of these cases some time ago and the Court made a determination, and I would incorporate herein what I ruled then, that it was not appropriate to consolidate these cases. It is unfortunate it is more expensive to appeal but that issue has already been resolved by the Sixth Circuit.

The objection by Marla Lindermann is one I think which is already really handled with Mr. Cochran's -- it's the same as his objection.

In terms of Ms. Singer, her objection the Court already commented on, I don't find any discrimination as to women in our notice.

Then we go on to the plan of allocation, and none of -- the plan was not referenced by any of the objectors,

and I know of no other problem with it. The Court finds that the plan of allocation designed to give a pro rata share to each plaintiff or member of the class is appropriate. The Court went through all of the parameters of that in the preliminary hearing and the folks who were doing it are experienced in this, and I find that this appears at this point to be a very -- what can I say, a very good and productive method of determining these claims.

The Court notes that in terms of the issues of the class that, as I've have said already, it is fair, reasonable and adequate. We know, as has been said many times before, that the Court has to look at the likelihood of success, and the complexity, and the judgment of the experienced counsel, et cetera, and I adopt what I have said before in detail about all of this, I think it applies here, and that this is most definitely a fair and reasonable settlement.

I would also note, I think, Mr. Seltzer, you did mention this, but, you know, out of all of these people that you notify you really only have a handful, not even, of objectors, and I think that's a significant point. We don't -- you know, the Court sometimes in some cases even gets a letter saying we object. We've gotten nothing above which have been formally filed here in court and that, as I said, is just a handful.

I don't think we talked about this specifically but

you will be appointed class counsel in this matter.

And in terms of the attorney fees there was a separate motion for the attorney fees which Mr. Seltzer argued. I certainly -- I have no problem with the reimbursement for the expenses which I have asked counsel to submit to me on a regular basis. I don't have a problem with awarding those, and I do so award them.

The remainder of the money, the percentage of the fees for the attorney fees, I'm going to do what I have done before, even though I think there were very good arguments raised here, but give 20 percent of the amount after the costs have been taken out to be awarded now, the rest to be applied for later when we get all of these cases resolved.

Is there anything I am missing? I feel it has been kind of a long --

MR. SELTZER: I don't think so, Your Honor. I think that covers it.

THE COURT: Okay. Plaintiff, any other comments?

(No response.)

THE COURT: Defendants?

(No response.)

THE COURT: No. Okay. Would you -- I don't know what papers we have but I want to make sure we have the latest documents. I think we do but you might just check with Molly to make sure we do so we can get these entered.

MR. SELTZER: Yes, Your Honor. We will check on that with the final judgments for each of the settlements and also the order regarding fees and expenses we will submit that, as well as one on the plan of allocation and the settlements.

THE COURT: Okay. Thank you. Thank you very much.

MR. SELTZER: Thank you, Your Honor.

THE LAW CLERK: All rise.

(Proceedings concluded at 3:34 p.m.)

CERTIFICATION

I, Robert L. Smith, Official Court Reporter of the United States District Court, Eastern District of Michigan, appointed pursuant to the provisions of Title 28, United States Code, Section 753, do hereby certify that the foregoing pages comprise a full, true and correct transcript taken in the matter of Automotive Parts Antitrust Litigation, Case No. 12-02311, on Wednesday, April 19, 2017.

s/Robert L. Smith
Robert L. Smith, RPR, CSR 5098
Federal Official Court Reporter
United States District Court
Eastern District of Michigan

Date: 05/03/2017

Detroit, Michigan